

RECORDED

6155-C

FILED & INDEXED

SEP 18 1974

25-10

ILLINOIS CENTRAL RAILROAD COMMISSION

STATEMENT OF NEW NUMBERS
Dated as of September 15, 1974

under

ILLINOIS CENTRAL RAILROAD
GUARANTEED FIRST TRUST AGREEMENT, SERIES A
dated as of May 1, 1971

between

MORGAN GUARANTY TRUST COMPANY OF NEW YORK, TRUSTEE

CHICAGO & ILLINOIS WESTERN RAILROAD

and

ILLINOIS CENTRAL GULF RAILROAD COMPANY

STATEMENT OF NEW NUMBERS dated as of September 15, 1974, between FLEET GUARANTEE TRUST COMPANY OF NEW YORK, a New York corporation, as Trustee (hereinafter called the Trustee) and CHICAGO & ILLINOIS WESTERN RAILROAD, a corporation duly organized and existing under the laws of the State of Delaware (hereinafter called the Railroad) and ILLINOIS CENTRAL GULF RAILROAD COMPANY, successor in interest of ILLINOIS CENTRAL RAILROAD COMPANY, a Delaware corporation (hereinafter called the Guarantor).

WHEREAS, the Trustee and the Railroad have entered into an Equipment Trust Agreement dated as of May 1, 1971 (hereinafter called the Trust Agreement), pursuant to which the Railroad has agreed to cause to be transferred to the Trustee the railroad equipment (hereinafter called the Trust Equipment) described in Schedule A thereto, and the Trustee has agreed to lease the Trust Equipment to the Railroad until title to such Trust Equipment is transferred by the Trustee to the Railroad under the provisions thereof; and

WHEREAS, the Trust Agreement was recorded with the Interstate Commerce Commission in accordance with Section 20:

of the Interstate Commerce Act on May 17, 1971, and was assigned recordation number 6155; and

WHEREAS the Railroad now desires to renumber certain of the Trust Equipment and to amend the Trust Agreement accordingly;

NOW THEREFORE, in consideration of the foregoing and of the mutual promises, covenants and agreements hereinafter set forth, the parties hereto hereby agree as follows:

1. Schedule A to the Trust Agreement is hereby amended by substituting therein, in the place of the identifying numbers listed below under the column "Original Numbers", the identifying numbers listed below under the column "New Numbers", as follows:

<u>TYPE OF EQUIPMENT</u>	<u>QUANTITY</u>	<u>ORIGINAL NUMBERS</u>	<u>NEW NUMBERS</u>
70-ton 50'6" Boxcars, 10' single door, cushioned underframe, 4 belt DF devices	1	13055	580555
100-ton 60'9" Boxcars,	1	44363	620363
10' double door cushioned underframe	1	44383	670383
	1	44387	670387

2. The Railroad will promptly cause this Statement of New Numbers to be filed and recorded with the Interstate Commerce Commission in accordance with Section 20c of the Interstate Commerce Act.

3. Except as amended and supplemented hereby, the Trust Agreement shall remain unaltered and in full force and effect.

4. This Statement of New Numbers may be executed in any number of counterparts, each of which so executed shall be deemed to be an original, and such counterparts together shall constitute but one and the same contract, which shall be sufficiently evidenced by any such original counterpart. Although this Statement of New Numbers is dated for convenience as of September 15, 1974, the actual date or dates of execution hereof by the parties hereto is or are, respectively, the date or dates stated in the acknowledgment hereto annexed.

IN WITNESS WHEREOF, the parties hereto have caused this Statement of New Numbers to be duly executed as of the date first above written.

MORGAN GUARANTY TRUST COMPANY OF NEW YORK,
Trustee.

By

Trust Officer

ATTEST:

Assistant Secretary

CHICAGO & ILLINOIS WESTERN RAILROAD

By

Vice President - Manufacturing

ATTEST:

Secretary

ILLINOIS CENTRAL GULF RAILROAD COMPANY

By

TREASURER

ATTEST:

Assistant Secretary

STATE OF ILLINOIS)
) SS
COUNTY OF C O O K)

On this 27th day of September , 1974, before me personally appeared JOHN E. GOODRICH to me personally known, who being by me duly sworn, says that he is *Treasurer* of ILLINOIS CENTRAL GULF RAILROAD COMPANY, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

David P. Higgins

Notary Public

My Commission Expires SEP 22 1977

Betty M. Kuehns
Notary Public

On this 18th day of ~~September~~^{NOVEMBER}, 1974, before me personally appeared P. J. Crooks, to me personally known, who being by me duly sworn, says that he is a Trust Officer of MORGAN GUARANTY TRUST COMPANY OF NEW YORK, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Louise Fowler
Notary Public

LOLAINE FOWLER
Notary Public, State of New York
No. 24-6968100
Qualified in Kings County
Certificate filed in New York County
Commission Expires March 30, 1976